

FILED/EFFECTIVE

OCT 26 AM 8:42
SECRETARY OF STATE
STATE OF IDAHO

AMMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE

IDAHO ASSOCIATION ^{FOR} COUNSELING & DEVELOPMENT, INC.

IDAHO SECRETARY OF STATE
10/26/2000 09:00
CK: 1652 CT: 139720 PH: 356914
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KNOW BY ALL MEN HERE PRESENT That we, the undersigned, in order to form a non-profit corporation, for the purposes hereinafter stated, pursuant to Title 30-117A of the Business Corporation Act of the State of Idaho, hereby certify as follows:

ARTICLE I: The Corporation

The name of the corporation is Idaho Counseling Association, INC.

- a. The corporation is to have perpetual existence.
- b. The post office address of the registered office of the corporation is PMB 109, 5120 W Overland Rd, Boise, Idaho 83705. Mailing address
- c. The location of the registered office of the corporation is 512 S. Eagleson Rd, Idaho 83705.
- d. The legal agent is the Connie Collins

ARTICLE II: Membership

The corporation is authorized to issue one voting membership share to each active member of the corporation.

- a. Membership is open to any person who is engaged in or interested in counseling work in the State of Idaho.
- b. Each member in good standing shall be entitled to vote as a member of the association, to attend conventions and meetings of the association, and shall be eligible to hold office in the association provided such person is a member of the American Counseling Association.
- c. A member may be dropped from membership for any conduct that tends to injure the Association or that is contrary to or destructive of the Association's objectives as set forth in the by-laws and the Code of Ethics of the American Counseling Association.
- d. Dues for members of the Association shall be determined by Council of Leaders.

ARTICLE III: Purposes

The purposes for which this corporation is formed are:

- a. To operate in accordance with the major purposes of the American Counseling Association.
- b. To unite in one organization all persons engaged in or interested in any phase of professional counseling in the State of Idaho.
- c. To maintain and improve professional standards in the field of counseling in the State of Idaho.
- d. To encourage the further development of professional counseling programs and services throughout the State of Idaho.

- e. To conduct activities designed to promote, in the State of Idaho, the professional growth of counselors.
- f. To coordinate **counseling programs and services** in the State of Idaho, functioning through either public or private agencies.
- g. To serve as a central clearing agency for information pertinent to present or contemplated **counseling programs and services** in the State of Idaho
- h. To inform members and to educate the public concerning legislation that affects **counseling services** in the State of Idaho.
- i. To encourage experimentation and research in the State of Idaho in **counseling fields**.

All of the foregoing enumerated powers shall be strictly limited to those purposes which are exclusively non-profit in nature as defined by, Section 501 (C) 3 of the Internal Revenue Code and shall not be extended to any other purpose. Notwithstanding anything stated in these Articles of Incorporation, this corporation shall operate exclusively for non-profit purposes so that no monies collected by it will benefit any director, member or any other individual.

ARTICLE IV: Non Profit

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for debts and obligations of the corporation, any remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for non-profit purposes and which has established its tax exempt status under Section 501 (C) 3 of the Internal Revenue Code.

ARTICLE V: Powers

The corporation shall have the power to accomplish any of the above specified purposes and shall specifically have the following powers:

- a. To accomplish the purposes herein set forth to the same extent and as fully as natural persons might do or could do in the State of Idaho or in any other state, county or place.
- b. In general, but in connection with the foregoing, said corporation shall have and exercise all the powers conferred by the Laws of the State of Idaho upon corporations not for profit, it being hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the general powers of the corporation.
- c. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation.
- d. Subject to the provisions of the law, the corporation shall issue, revoke and re-issue memberships and voting rights.

ARTICLE VI: Directors

The officers of this corporation shall be a President, a President Elect, a past president, a secretary, and a treasurer. All officers shall be members of this Association, and of the American Counseling Association.

- a. The term of office of any elected officer shall begin on the 1st day of the official year of this Association, and shall serve until a successor takes office.
- b. The Board of Directors of this corporation shall be called the Council of Leaders and shall consist of a minimum of the the Association officers.
- c. The maximum members shall consist of the officers of the Association, chairpersons of standing committees, and one representative of each division of the American Counseling Association, having national membership within Idaho.

ARTICLE VII: Governance

All business of the corporation shall be carried out according to official bylaws of the Idaho Counseling Association.

- a. The by-laws of the Association shall be congruent with the by-laws of the American Counseling Association, and where they are not, the American Counseling Association bylaws shall govern.
- b. In the event any portion of the Articles of Incorporation of this corporation are in conflict with the bylaws of the Idaho Counseling Association, the Articles of Incorporation shall control.
- c. An annual meeting of the corporation will be held at the statewide conference for the general membership.
- d. Regular meetings of the Council of Leaders will be called by the President to carry out the purposes of the Association.

ARTICLE VIII: Amendments

The Articles of Incorporation of this corporation may be amended in any manner at any regular meeting of the members of such corporation by a vote of two-thirds (2/3) of a quorum attending such a meeting. Public notice of the intention to amend the Articles of Incorporation shall be given by publication at least once a week for four (4) weeks in a newspaper published in the County wherein such meeting is to be held. Such notice to designate the regular meeting for which it is intended to vote on the proposition of amending the Articles of Incorporation, and shall state the manner in which it is intended to amend the Articles of Incorporation.

ARTICLE IX: Incorporators

The names and post office addresses of the incorporators of this corporation, each of whom is a full age citizen of the United States of America, are as follows:

NAME	ADDRESS
Patricia Kyle President	3996 Daisy Way Boise, ID 83709
Julie Dillehay President Elect	5414 W Franklin Rd Meridian ID 83642
Connie Collins Executive Director	512 S Eagleson Rd Boise, ID 83705

IN WITNESS WHEREOF, We the undersigned, constituting the incorporators of this corporation have executed these Amendments of Articles of Incorporation this 19th day of October, 2000. The Amendment of Articles of Incorporations was adopted on the 19th day of October, 2000, by the members of the corporation. 350 members voted for and none against.

Patricia Kyle
Patricia Kyle, President

Julie Dillehay
Julie Dillehay, President Elect

Connie L. Collins
Connie Collins, Executive Director